1201 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

A95000000483

CSC networks
Prentice Hall
Legal & Financial Services

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 2:28

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 566451 86901Q

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : March 27, 1995

ORDER TIME : 11:10 AM

ORDER NO. : 566451

CUSTOMER NO: 86901Q

400001443824
-03/30/95--01032--019
****140.00 ****140.00

CUSTOMER: Ms. Gina Hardin - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: TRIVEST EQUITY PARTNERS II, LTD.

C. TAX ______
FILING 52.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 140.00
R. BANK ______
BALANCE DUE ______
REFUND ______

_____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

3/27/95

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: MT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 2:28

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST EQUITY PARTNERS II, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of TRIVEST EQUITY PARTNERS II, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is TRIVEST EQUITY PARTNERS II, LTD.

2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Peter W. Klein.

4. The Florida street address for the registered agent is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of TRIVEST EQUITY PARTNERS II, LTD., at the place designated in this Certificate of Limited Partnership of TRIVEST EQUITY PARTNERS II, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Peter W. Klein
Registered Agent

Dated: March 24, 1995

6. The name and business address of the sole general partners is as follows:

Trivest Equity Partners II Manager, Ltd.
2665 South Bayshore Drive
Suite 800
Miami, Florida 33133

A95000000480

7. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 24 day of March, 1995 in accordance with §620.114 of the Florida Statutes.

TRIVEST EQUITY PARTNERS II MANAGER, LTD.,
a Florida Limited Partnership, sole General Partner

By: TRIVEST II, INC.,
a Florida corporation, sole General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 2:28

By: Marilyn D. Kuffner, Incorporator

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of TRIVEST EQUITY PARTNERS II, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is $-0-.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals $100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

TRIVEST EQUITY PARTNERS II MANAGER, LTD.,
a Florida Limited Partnership, sole General Partner

By: TRIVEST II, INC.,
a Florida corporation, sole General Partner

By: Marilyn D. Kuffner, Incorporator

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 NOV -2 PM 3:47

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT # A95000000483

TRIVEST EQUITY PARTNERS II, LTD.

2. New Mailing Address if Applicable

Suite, Apt # etc.

City, State & Zip

700001189551
-11/06/95--01113--007
****191.25 ****191.25

2a. New Principal Office Address if Applicable

Suite, Apt # etc

City, State & Zip

Mailing Address
2665 SOUTH BAYSHORE DRIVE, SUITE 800
MIAMI FL 33133

Principal Office Address
2665 SOUTH BAYSHORE DRIVE, SUITE 800
MIAMI FL 33133

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA: 03/27/1995

3a. Date of Last Report

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $100.00

5b. Amount of Capital Contributions in FLORIDA to date: $100.00

6. FI Number: 65-0577427

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable
$8.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

KLEIN, PETER W
2665 SOUTH BAYSHORE DRIVE, SUITE 800
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt # etc

City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
TRIVEST EQUITY PARTNERS II M	2665 SOUTH BAYSHORE D	MIAMI FL 33133	A95000000480

KWM

CR2E003 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE Assistant Sec. 11/1/95 DATE

Trivest Equity Partners II Managers Ltd., its GP
by Trivest II, Inc., its GP
by Marilyn D. Kuffner, Assistant Secretary

Typed or Printed Name of General Partner Signing Form

Telephone Number 305/858-2200

0001768

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: P.O. Box 10349, Tallahassee, FL 32302
TOLL FREE: 1-800-342-8062
FAX (904) 222-1222

A95000000483

_____ of _____ № 52280

Investequity Fund III, LTD

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority _____ One Day Service Regular _____ Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

C TAX	8.75
FILING	1750.00
R. AGENT FEE	52.50
C. COPY	52.50
TOTAL	1811.25
N. BANK	
BALANCE DUE	
REFUND	

File 2nd

BK 1/17/96

		C.C. FEE.	DISBURSED
	Capital Express™		
	Art. of Inc. File		
	Corp. Record Search		
✓	Ltd. Partnership File		
	Foreign Corp. File		
✓	( ) Cert. Copy(s)		
	Art. of Amend. File		
	Dissolution/Withdrawal		
✓	C U S. 6.2.1.		
	Fictitious Name File		
	Name Reservation		
	Annual Report/Reinstatement		
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	_____ File No.'s, _____ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		
SUBTOTALS			

96 JAN 17 PM 1:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

000001694130
-01/22/96--01019--001
***1802.50 ***1802.50

000001674130
-01/22/96--01019--002
******8.75 ******8.75

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID..... $
BALANCE DUE..... $
..... $

RECEIVED
96 JAN 17 AM 10:28
DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	DC		

WALK-IN
Will Pick Up 1/17 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR A FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:20

The undersigned constituting all of the general partners of TRIVEST EQUITY PARTNERS II, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes

The total amount of capital contributions of the limited partners to date is $32,323,232.00.

This 16th day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and the facts are true, to the best of my knowledge and belief.

TRIVEST FUND II MANAGER, LTD., a Florida limited partnership, sole General Partner

By: TRIVEST EQUITIES, INC., a Florida corporation, sole general partner

By: Marilyn D. Kuffner, Assistant Secretary

A950000048 3

CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

____ of ____ № 52280

Re: ____

	C.C. FEE	DISBURSED
____ Capital Express		
____ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
✓ Art. of Amend. File		
____ Dissolution/Withdrawal		
✓ CUS 6.5		
____ Fictitious Name File		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ File No.'s, ____ Copies		
____ Courier Service		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority		
____ Express Mail Prep.		
____ FAX ( ) pgs.		
SUBTOTALS		

600001693956
-01/22/96--01007--005
*****17.00 *****17.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:18

RECEIVED
96 JAN 17 AM 10:28
DIVISION OF CORPORATION

600001693956
-01/22/96--01007--006
*****96.75 *****96.75

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

NAME ____
FIRM ____
ADDRESS ____

PHONE ( ) ____

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____ Return via ____

Mailer No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

File 1st

~~ST~~ CUS	8.75
FILING	52.50
R. AGENT FEE	
C. COPY	52.50
TOTAL	113.75
~~N.~~ CHECK	
BALANCE DUE	
REFUND	

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	RC		

WALK-IN
Will Pick Up 1/17 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRIVEST EQUITY PARTNERS II, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:18

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, and §620.109 of the Florida Statutes, the undersigned, being the General Partner of Trivest Equity Partners II, Ltd., a Florida limited partnership, does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is Trivest Equity Partners II, Ltd.

2. The date of filing of the original Certificate of Limited Partnership was March 27, 1995 under Document #A95000000483.

3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the following change in the general partner of the limited partnership. The sole general partner of the limited partnership is Trivest Fund II Manager, Ltd., a Florida limited partnership.

A95000000483

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on this 16th day of January 1996.

WITHDRAWING GENERAL PARTNER:
Trivest Equity Partners II Manager, Ltd.
By: Trivest Equities, Inc., its sole General Partner

By: _____
Marilyn D. Kuffner, Assistant Secretary

SOLE GENERAL PARTNER:
Trivest Fund II Manager, Ltd.
By: Trivest Equities, Inc., its sole General Partner

By: _____
Marilyn D. Kuffner, Assistant Secretary

1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8036

A95000000483

CSC networks
Prentice Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 028478 4371937

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : July 23, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 028478

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 12:50

C. TAX
FILING 175.00
R. AGENT FEE
C. COPY 52.50
TOTAL 1,802.50
N. BANK
BALANCE DUE
REFUND

DOMESTIC AMENDMENT FILING

RECEIVED
96 JUL 23 AM 11:08
DIVISION OF CORPORATION

NAME: TR1VEST EQUITY PARTNERS II, LTD.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

200001904472
-07/25/96--01073--004
***1802.50 ***1802.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

7/23/96

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: DK

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR A FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 12:30

The undersigned constituting all of the general partners of TRIVEST EQUITY PARTNERS II, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes

The total amount of capital contributions of the limited partners to date is $41,300,000.

This 22nd day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and the facts are true, to the best of my knowledge and belief.

TRIVEST FUND II MANAGER, LTD., a Florida limited partnership, sole general partner

By: TRIVEST EQUITIES, INC., a Florida corporation, sole general partner

By: _____
Marilyn D. Kuffner
Assistant Secretary